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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE  
COMPANY,

USA CAPITAL REALTY ADVISORS,  
LLC,<sup>1</sup>

USA CAPITAL DIVERSIFIED TRUST  
DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED  
FUND, LLC,<sup>2</sup>

USA SECURITIES, LLC,<sup>3</sup>

Debtors.

**Affects:**

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC
- ☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR  
Case No. BK-S-06-10726-LBR<sup>1</sup>  
Case No. BK-S-06-10727-LBR<sup>2</sup>  
Case No. BK-S-06-10728-LBR<sup>2</sup>  
Case No. BK-S-06-10729-LBR<sup>3</sup>

**CHAPTER 11**

Jointly Administered Under Case No.  
BK-S-06-10725 LBR

**DECLARATION OF GEOFFREY L.  
BERMAN IN SUPPORT OF  
OMNIBUS OBJECTIONS OF  
USACM TRUST TO PROOFS OF  
CLAIM BASED UPON  
INVESTMENT IN THE MARLTON  
SQUARE LOAN**

Date of Hearing: June 14, 2011  
Time of Hearing: 10:30 a.m.  
Estimated Time for Hearing: 10 minutes

Geoffrey L. Berman declares under penalty of perjury:

1. I am an adult person competent to testify in court.

2. I make this declaration based upon my personal knowledge, and upon the

records USA Commercial Mortgage Company.

<sup>1</sup> This bankruptcy case was closed on September 23, 2008.

<sup>2</sup> This bankruptcy case was closed on October 12, 2007.

<sup>3</sup> This bankruptcy case was closed on December 21, 2007.

1           3.       I am the Trustee of the USACM Liquidating Trust (“USACM Trust”), which  
2       is an entity created by the Debtors’ Third Amended Joint Chapter 11 Plan of  
3       Reorganization (“Plan”), in the jointly-administered bankruptcy cases, In re USA  
4       Commercial Mortgage Company, BK-S-06-10725-LBR, pending in the United States  
5       Bankruptcy Court for the District of Nevada.

6           4.       I have reviewed USACM’s records and determined that USACM circulated  
7       an Offer Sheet to prospective Direct Lenders soliciting funding for an acquisition and  
8       development loan to a borrower identified as “Marlton Square, LLC.” A copy of the Offer  
9       Sheet is attached hereto as **Exhibit A** and incorporated by this reference.

10          5.       Further, on August 11, 2005, Borrower made and delivered to various  
11       lenders a “Promissory Note Secured by Deed of Trust” (the “Note”) and a Construction  
12       Loan Agreement. The Note and Loan Agreement provided for a loan up to the principal  
13       amount of \$30,000,000. The Note was secured by a “Deed of Trust, Assignment of Rents,  
14       Security Agreement and Fixture Filing” (“Deed of Trust”) that was recorded in the official  
15       records of Los Angeles County, California on September 19, 2005, along with subsequent  
16       amendments thereto. The Note also appears to be secured by a Guaranty signed by  
17       Christopher Hammond, Marlton Square Associates, LLC, and Capital Vision Equities,  
18       LLC.

19          6.       The USACM “Loan Summary” dated July 31, 2006 and filed in this case  
20       shows that Borrower was “Non-performing” on the Note as of July 31, 2006. .

21               I declare under penalty of perjury that the foregoing is true and correct.

22               Dated: May 9, 2011.

23                               /s/Geoffrey L. Berman

Geoffrey L. Berman

24       Copy of the foregoing (without exhibits)  
25       mailed by first class postage prepaid  
26       U.S. Mail on May 9, 2011 to the  
investors in the Marlton Square loan listed  
on Exhibit A.

s/ Marilyn Schoenike  
Marilyn Schoenike  
Lewis and Roca LLP